

**RESOLUTION  
OF  
WANSDOWN PROPERTIES CORPORATION N.V.**

October 7, 2019

WHEREAS, Gholam Reza Golsorkhi, is the sole managing director and president (the “Managing Director”), of Wansdown Properties Corporation N.V. (the “Company”), a Dutch company; and

WHEREAS, the Managing Director of the Company has reviewed and had the opportunity to ask questions about the materials presented by the legal advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s business; and

WHEREAS, the Managing Director of the Company has had the opportunity to consult with the legal advisors of the Company to fully consider each of the strategic alternatives available to the Company; and

WHEREAS, it has been determined that is desirable and in the best interest of the Company, its creditors, and other parties in interest for the Company to file a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), and to sell substantially all its assets in connection with a chapter 11 plan or, alternatively, pursuant to a section 363 sale; and

WHEREAS, the Managing Director desires to approve the following resolutions.

**Commencement of Case**

RESOLVED, that in the judgment of the Company it is desirable and in the best interest of the Company, its creditors, and other interested parties, that a petition be filed by the Company for relief under Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Managing Director is authorized, empowered, and directed, with full power of delegation, to negotiate, execute, deliver, file and perform, in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, motions, lists, applications, pleadings, orders and other documents (the “Chapter 11 Filings”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) (with such changes therein and additions thereto as the Managing Director may deem necessary, appropriate or advisable, the execution and delivery of any of the Chapter 11 Filings by the Managing Director with any changes thereto to be conclusive evidence that the Managing Director deemed such changes to meet such standard); and be it further

RESOLVED, that the Managing Director is authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts and deeds that he deems necessary, appropriate, or desirable in connection with the Company’s chapter 11 case (the “Chapter 1 Case”) or the Chapter 11 Filings, including,

without limitation, (i) the payment of fees, expenses and taxes he deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Company's Chapter 11 Case with a view to the successful prosecution of such Chapter 11 Case (such acts to be conclusive evidence that he deemed the same to meet such standard); and be it further

### **Retention of Advisors**

RESOLVED, that the law firm of Rubin LLC, located at 345 Seventh Avenue, 21st Floor, New York, New York 10001, is hereby retained as attorneys for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the law firm of Blank Rome LLP, located at 1271 Avenue of the Americas, New York, N.Y. 10020 is retained as special litigation counsel for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

### **Ratification**

RESOLVED, that any and all past actions heretofore taken by the Managing Director in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

*[Signature Page  
Follows]*

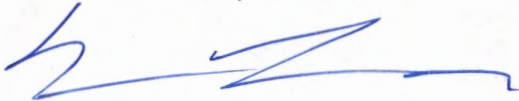
IN WITNESS WHEREOF, the undersigned, being the Managing Director of the Company, has executed this resolution as of the date first set forth above.



Gholam Reza Golsorkhi

Managing Director and President

Subscribed and sworn to  
before me this 8<sup>th</sup> day  
of October, 2019



EVAN ZUCKER  
Notary Public, State of New York  
No. 02ZU6201406  
Qualified in Nassau County  
Commission Expires Feb. 23, 2021